FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPRO	DVAL
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FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix Serial							
	DATE	RECEIVED					

	Iment and name has changed, and indicate change.) nd, L.P.: Limited Partnership Interests	
Filing Under (Check box(es) that apply): □	Rule 504 □ Rule 505 ☑ Rule 506	□ Section 4(6) □ ULOE
Type of Filing:		Received 8TC
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the i	ssuer	MAR 2 1 2009
Name of Issuer (check if this is an amend	lment and name has changed, and indicate change.)	
GS Mezzanine Partners V PIA Fu	nd, L <u>.P.</u>	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephon Washer Bearing Art & Sae
85 Broad Street, New York, New	York 10004	(212) 902-1000
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		PROCESSED
Brief Description of Business		
Private Investment Vehicle		MAR 2 6 200R
Type of Business Organization		71.01.00
corporation	☑ limited partnership, already formed	other (please specify THOMSON
☐ business trust	☐ limited partnership, to be formed	FINANCIAL
Actual or Estimated Date of Incorporation or C	Organization: Month Year 0 7	☑ Actual ☐ Estimated
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Postal Service abbrevia State: CN for Canada; FN for other foreign ju	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

2.	Ente	er the information requ	ested for the foll	lowin	g:							
	*	Each promoter of the	issuer, if the issu	uer h	as been organized w	ithin	the past five years;					
	*	Each beneficial owne of the issuer;	r having the pov	ver to	vote or dispose, or	direc	t the vote or disposit	tion c	of, 10% or 1	nore (of a class of equity	securities
	* Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and									and		
	*	Each general and mar	naging partner of	f part	nership issuers.							
Chec	ck B	ox(es) that Apply:	☑ Promoter*		Beneficial Owner 's General Partner		Executive Officer		Director		General and/or Managing Partr	ner
Full	Nan	ne (Last name first, if i	ndividual)									
Gol	dm	an, Sachs & Co.	<u>-</u>									
Busi	iness	or Residence Address	(Number and	Stre	et, City, State, Zip C	ode)						
85 I	Bro	ad Street, New Yo	ork, New Yor	k 10	004							
Chec	ck B	ox(es) that Apply:	☐ Promoter		Beneficial Owner		Executive Officer		Director	図	General and/or Managing Partner	
Full	Nan	ne (Last name first, if i	ndividual)									
GS	Me	zzanine Partners	V Employee	Fun	ds GP, L.L.C.							
Busi	iness	or Residence Address	(Number and	Stre	et, City, State, Zip C	(ode					į	
85 I	Bro	ad Street, New Yo	ork, New Yor	k 10	004						<u>[:</u>	
Che	ck B	ox(es) that Apply:	☐ Promoter		Beneficial Owner	☑ (of	Executive Officer the Issuer's General	_	Director Partner)	□	General and/or Managing Parts	ner
Full	Nan	ne (Last name first, if i	ndividual)									
Enc	quis	t, Katherine B.										
Busi	iness	or Residence Address	(Number and	Stre	et, City, State, Zip C	ode)						
85 I	<u>Bro</u>	ad Street, New Yo	ork, New Yor	k 10	004							
Che	ck B	ox(es) that Apply:	☐ Promoter		Beneficial Owner	☑ (of	Executive Officer the issuer's get		Director I partner	<u>)</u>	General and/or Managing Parti	
Full	Nan	ne (Last name first, if i	ndividual)									
Boy	vm:	an, John E.										
Busi	iness	or Residence Address	(Number and	Stre	et, City, State, Zip C	(ode					1	
85 I	<u>Bro</u>	ad Street, New Yo	ork, New Yor	k 10	004							
Che	ck B	ox(es) that Apply:	☐ Promoter		Beneficial Owner		Executive Officer the issuer's get		Director Il partne	<u> </u>	General and/or Managing Parts	ner
Full	Nan	ne (Last name first, if i	ndividual)									
Frie	edm	nan, Richard A.								_		
Busi	iness	or Residence Address	(Number and	Stre	et, City, State, Zip C	(ode						
85 I	Bro	ad Street, New Yo	ork, New Yor	k 10	004							,
Che	ck B	ox(es) that Apply:	☐ Promoter		Beneficial Owner	☑ (of	Executive Officer the issuer's ger			<u> </u>	General and/or Managing Parti	
Full	Nan	ne (Last name first, if i	ndividual)									
Adl	er,	Ben I.							_			
Busi	iness	or Residence Address	(Number and	Stre	et, City, State, Zip C	(ode						
85 I	Вго	ad Street, New Yo	ork, New Yor	k 10	004							
Che	ck B	ox(es) that Apply:	☐ Promoter		Beneficial Owner	_	Executive Officer the issuer's ger			<u> </u>	General and/or Managing Parti	ner
Full	Nan	ne (Last name first, if i	ndividual)								·	
Ahr	1, S	ang Gyun						•				
Busi	iness	or Residence Address	(Number and	Stre	et, City, State, Zip C	ode)						
85 I	Bro	ad Street, New Yo										
			(Use blank sl	neet.	or copy and use add	ition	al copies of this shee	t, as	necessary.)			

2.	Ente	r the information req	uested for the fo	llowi	ng:		
	*	Each promoter of th	e issuer, if the is	suer h	as been organized w	ithin the past five years;	
		Each beneficial own of the issuer;	er having the po	wer to	o vote or dispose, or	direct the vote or disposition of, 10% or more	of a class of equity securities
	*	Each executive office	er and director o	of com	oorate issuers and of	corporate general and managing partners of pa	rtnership issuers; and
				-		eorborate Beneral and menaging beneate or be	, , , , , , , , , , , , , , , , , , ,
		Each general and ma					<u> </u>
		x(es) that Apply:	☐ Promoter		Beneficial Owner	✓ Executive Officer □ Director □ (of the issuer's general partner)	General and/or Managing Partner
		e (Last name first, if	individual)				
Cai	<u>'dina</u>	ile, Gerald J.					···
Bus	iness	or Residence Addres	ss (Number an	d Stre	et, City, State, Zip C	Code)	
85	Broa	d Street, New Y	ork, New Yo	<u>rk 10</u>	0004		
Che	ck Bo	x(es) that Apply:	☐ Promoter		Beneficial Owner	☑ Executive Officer ☐ Director ☐ (of the issuer's general partner)	General and/or Managing Partner
Full	Name	e (Last name first, if	individual)				
Co	rnell	, Henry					- - -
Bus	iness	or Residence Addres	ss (Number an	d Stre	et, City, State, Zip C	Code)	3
85	Broa	d Street, New Y	ork, New Yo	rk 10	0004		t
		x(es) that Apply:			Beneficial Owner	☑ Executive Officer □ Director □ (of the issuer's general partner)	General and/or Managing Partner
Full	Nam	e (Last name first, if	individual)				
		to, Joseph P.	,				
		or Residence Addres	ss (Number an	d Stre	et, City, State, Zip (Code)	
		id Street, New Y	•			,	
		ex(es) that Apply:	□ Promoter		Beneficial Owner	☑ Executive Officer □ Director □ (of the issuer's general partner)	General and/or Managing Partner
Full	Nam	e (Last name first, if	individual)				
Fas	cite	lli, Elizabeth C.					j.
Bus	iness	or Residence Addres	ss (Number an	d Stre	et, City, State, Zip (Code)	ŧ
		d Street, New Y	•		•	•	, 1
		x(es) that Apply:				☑ Executive Officer □ Director □ (of the issuer's general partner)	General and/or Managing Partner
Full	Nam	e (Last name first, if	individual)				
Fu	th M	lichael M.					
Bus	iness -	or Residence Addres	ss (Number an	d Stre	et, City, State, Zip (Code)	
85	Broa	d Street, New Y	ork, New Yo	rk 10	0004		
Che	ck Bo	ox(es) that Apply:	☐ Promoter		Beneficial Owner	☑ Executive Officer □ Director □ (of the issuer's general partner)	General and/or Managing Partner
Full	Nam	e (Last name first, if	individual)				
		alla, Robert R.	,				
		or Residence Addres	ss (Number an	d Stre	et, City, State, Zip (Code)	1
85	Broa	d Street, New Y	·		-	·	
		ox(es) that Apply:	☐ Promoter			☑ Executive Officer □ Director □ (of the issuer's general partner)	General and/or Managing Partner
Full	Name	e (Last name first, if	individual)			The second of Salietan barranet	mg.ng - water
		nan, Joseph H.	· ,				
		or Residence Addres	s (Number an	d Stre	et, City, State, Zip (Code)	
		d Street, New Y			-	·/	
						itional copies of this sheet, as necessary.)	

- 2. Enter the information requested for the following:
 - * Each promoter of the issuer, if the issuer has been organized within the past five years;
 - * Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

Check Box(es) that Apply:	Duamata:		Beneficial Owner	✓ Executive Officer □ Director □	General and/or
	☐ Promoter	Ļ	Beneficial Owner	(of the issuer's general partner)	Managing Partner
Full Name (Last name first, if	individual)				
Gross, Bradley					
Business or Residence Addres	s (Number and	1 Stre	et, City, State, Zip C	Code)	
85 Broad Street, New Y	ork, New Yor	k 10	004		1:
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	☑ Executive Officer □ Director □ (of the issuer's general partner)	General and/or Managing Partner
Full Name (Last name first, if	individual)			<u></u>	j
Higgins, Melina E.					
Business or Residence Addres	ss (Number and	i Stre	et, City, State, Zip C	Code)	1
85 Broad Street, New Y	ork, New Yor	k 10	004		,
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	☑ Executive Officer □ Director □	General and/or
				(of the issuer's general partner)	Managing Partner
Full Name (Last name first, if	individual)				
Hui, Stephanie M.					····
Business or Residence Addres	•		et, City, State, Zip (Code)	
85 Broad Street, New Y	ork, New Yor	k 10	004		ži
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	☑ Executive Officer □ Director □	General and/or
Evil Nama (Last nama finat if	· :			(of the issuer's general partner)	Managing Partner
Full Name (Last name first, if Jones, Adrian M.	individual)				
•	- Olymbar and	l Ctea	et, City, State, Zip (<u> </u>
Ducinosa or Dacidanaa Addraa		1 Out	ei, City, State, Zip C	Joue)	į.
Business or Residence Addres	•	k 10	004		i h
85 Broad Street, New Y	ork, New Yor			✓ Evecutive Officer □ Director □	General and/or
	•		Beneficial Owner	☑ Executive Officer □ Director □ (of the issuer's general partner)	General and/or Managing Partner
85 Broad Street, New Y	Ork, New Yor Promoter			☑ Executive Officer □ Director □ (of the issuer's general partner)	
85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if	Ork, New Yor Promoter				
85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Lepic, Hughes B.	ork, New Yor Promoter individual)			(of the issuer's general partner)	
85 Broad Street, New Y Check Box(es) that Apply:	Promoter individual)	□ d Stre	Beneficial Owner	(of the issuer's general partner)	
85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Lepic, Hughes B. Business or Residence Addres 85 Broad Street, New Y	Promoter individual)	□ d Stre	Beneficial Owner	Code) Executive Officer Director	
85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Lepic, Hughes B. Business or Residence Addres	Promoter (Number and Ork, New York) Promoter	1 Stre	Beneficial Owner et, City, State, Zip ((of the issuer's general partner)	Managing Partner General and/or
85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Lepic, Hughes B. Business or Residence Addres 85 Broad Street, New Y Check Box(es) that Apply:	Promoter (Number and Ork, New York) Promoter	1 Stre	Beneficial Owner et, City, State, Zip (Code) Executive Officer Director	Managing Partner General and/or
B5 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Lepic, Hughes B. Business or Residence Addres B5 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Mehra, Sanjeev K.	Promoter individual) individual) individual reference (Number and Ork, New York) Promoter individual)	1 Stre	Beneficial Owner et, City, State, Zip ((of the issuer's general partner) Code) ☑ Executive Officer □ Director □ (of the issuer's general partner)	Managing Partner General and/or
85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Lepic, Hughes B. Business or Residence Addres 85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if	rork, New Yor Promoter individual) ss (Number and rork, New Yor Promoter individual) ss (Number and	d Stre	Beneficial Owner et, City, State, Zip (1004 Beneficial Owner et, City, State, Zip ((of the issuer's general partner) Code) ☑ Executive Officer □ Director □ (of the issuer's general partner)	Managing Partner General and/or
85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Lepic, Hughes B. Business or Residence Addres 85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Mehra, Sanjeev K. Business or Residence Addres	rork, New Yor Promoter individual) ss (Number and rork, New Yor Promoter individual) ss (Number and	d Stre	Beneficial Owner et, City, State, Zip (1004 Beneficial Owner et, City, State, Zip ((of the issuer's general partner) Code) ☑ Executive Officer □ Director □ (of the issuer's general partner) Code) ☑ Executive Officer □ Director □	General and/or Managing Partner General and/or General and/or
85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Lepic, Hughes B. Business or Residence Addres 85 Broad Street, New Y Check Box(es) that Apply: Full Name (Last name first, if Mehra, Sanjeev K. Business or Residence Addres 85 Broad Street, New Y	rork, New Yor Promoter individual) ss (Number and York, New Yor Promoter individual) ss (Number and York, New Yor Promoter	1 Streek 10	Beneficial Owner et, City, State, Zip (0004 Beneficial Owner et, City, State, Zip (1004	(of the issuer's general partner) Code) ☑ Executive Officer □ Director □ (of the issuer's general partner) Code)	Managing Partner General and/or Managing Partner
RESTANCE STREET, New YORK Check Box(es) that Apply: Full Name (Last name first, if Lepic, Hughes B. Business or Residence Address RES Broad Street, New York Check Box(es) that Apply: Full Name (Last name first, if Mehra, Sanjeev K. Business or Residence Address RES Broad Street, New York Check Box(es) that Apply:	rork, New Yor Promoter individual) ss (Number and York, New Yor Promoter individual) ss (Number and York, New Yor Promoter	1 Streek 10	Beneficial Owner et, City, State, Zip (0004 Beneficial Owner et, City, State, Zip (1004	(of the issuer's general partner) Code) ☑ Executive Officer □ Director □ (of the issuer's general partner) Code) ☑ Executive Officer □ Director □	General and/or Managing Partner General and/or General and/or
Repic, Hughes B. Business or Residence Addres Reply: Business or Residence Addres Reply: Check Box(es) that Apply: Business or Residence Addres Reply: Full Name (Last name first, if Mehra, Sanjeev K. Business or Residence Addres Reply: Business or Residence Addres Reply: Check Box(es) that Apply: Full Name (Last name first, if	rork, New Yor Promoter individual) s (Number and Ork, New Yor Promoter individual) s (Number and Ork, New Yor Promoter individual)	1 Stre	Beneficial Owner et, City, State, Zip (0004 Beneficial Owner et, City, State, Zip (1004	Code) Code) Executive Officer Director (of the issuer's general partner) Code) Executive Officer Director (of the issuer's general partner)	General and/or Managing Partner General and/or General and/or

2.	er the information requested for the following:	
	Each promoter of the issuer, if the issuer has been organized within the past five years;	
	Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity of the issuer;	securities
	Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; a	ınd
	Each general and managing partner of partnership issuers.	-
	ox(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or (of the issuer's general partner) Managing Partner	ier
	ne (Last name first, if individual) e, Peter, J.	
	or Residence Address (Number and Street, City, State, Zip Code)	
	ad Street, New York, New York 10004	
Che	ox(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or (of the issuer's general partner) Managing Partner	ier
Full	ne (Last name first, if individual)	
Poi	elli, Kenneth A.	
Bus	or Residence Address (Number and Street, City, State, Zip Code)	
85	ad Street, New York, New York 10004	
Che	ox(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or (of the issuer's general partner) Managing Partn	ier
Full	te (Last name first, if individual)	
Sal	Ankur A.	
Bus	or Residence Address (Number and Street, City, State, Zip Code)	
	ad Street, New York, New York 10004	
	ox(es) that Apply:	ier
Full	ne (Last name first, if individual)	
Sat	Muneer A.	ı
Bus	or Residence Address (Number and Street, City, State, Zip Code)	
85	ad Street, New York, New York 10004	
	ox(es) that Apply:	
	(of the issuer's general partner) Managing Partn	ier
	ne (Last name first, if individual)	
Sti	Richard J.	
Bus	or Residence Address (Number and Street, City, State, Zip Code)	
85	ad Street, New York, New York 10004	
Che	ox(es) that Apply:	er
Full	ne (Last name first, if individual)	
Thy	Oliver	Į
Bus	or Residence Address (Number and Street, City, State, Zip Code)	
85	ad Street, New York, New York 10004	
Che	ox(es) that Apply:	ier
Full	ne (Last name first, if individual)	
	Andrew E.	
	or Residence Address (Number and Street, City, State, Zip Code)	
	ad Street, New York, New York 10004	
	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director General and/or Check Box(es) that Apply: (of the issuer's general partner) Managing Partner Full Name (Last name first, if individual) Galligan, Melissa J. Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director ☐ General and/or! (of the issuer's general partner) Managing Parther Full Name (Last name first, if individual) Liu, Jean Qing Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director ☐ General and/or (of the issuer's general partner) Managing Partner Full Name (Last name first, if individual) Schmidt, Laurie E. Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004 ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer □ Director □ General and/or Check Box(es) that Apply: (of the issuer's general partner) Managing Partner Full Name (Last name first, if individual) Vollertsen, Christine Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004 Executive Officer Director Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ General and/or (of the issuer's general partner) Managing Partner Full Name (Last name first, if individual) Weiss, Mitchell S. (Number and Street, City, State, Zip Code) Business or Residence Address 85 Broad Street, New York, New York 10004 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Executive Officer Director General and/or ! (of the issuer's general partner) Managing Partner Full Name (Last name first, if individual) Yanagawa, Miwako Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004 General and/or Check Box(es) that Apply: ☐ Promoter ☐ Managing Partner Full Name (Last name first, if individual)

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(Number and Street, City, State, Zip Code)

Business or Residence Address

				B. IN	FORMAT	ION ABO	UT OFFI	ERING			į	
										Yes	No	
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.											Ø	
•												
 2. What is the minimum investment that will be accepted from any individual? * The general partner, in its sole discretion, may accept lower minimum investments. 											\$25	,000*
_	•	•		•		•					Yes	No
3. Does the offering permit joint ownership of a single unit?										☑		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such												
a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) NONE												
Business of	or Residence	Address (1	Number and	Street, City	v. State, Zip	Code)						
		(-			, , - · - · ₋ · ₋ · ₋ ·							
Name of A	Associated B	roker or De	aler	<u> </u>	 _	 						
States in V	Which Perso	n Listed Ha	s Solicited	or Intends t	o Solicit Pu	rchacere						
	All States" of							•••••		•	D All	States
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	(Last name			נואן	[[01]	[*1]	[VA]	[WA]	[** *]	[44.1]	[** 1]	[i Kj
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Business of	or Residence	Address (1	Number and	Street, City	y, State, Zip	Code)						
				٠	_							
Name of A	Associated B	roker or De	ealer									
	Vhich Perso										 -	
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[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	(Last name	first, if ind	ividual)									
Business of	r Residence	Address (1	Number and	Street, City	y, State, Zip	Code)						
Name of A	Associated B	roker or De	aler									
	Vhich Perso All States" o											All States
[AL]	[AK]	(AZ)	[AR]	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.					
	Type of Security		Aggregate Offering Price			Amount Already Sold
	Debt	\$_		_	\$_	
	Equity	\$_		_	\$_	
	☐ Common ☐ Preferred					
	Convertible Securities (including warrants)	\$_		_	\$	
	Partnership Interests	\$_	7,195,000	_	\$_	7,195,000
	Other (Specify	\$_			\$	
	Total	\$_	7,195,000	_	\$_	7,195,000
	Answer also in Appendix, Column 3, if filing under ULOE.	_				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Number Investors			Aggregate Dollar Amount of Purchases
	Accredited Investors		37		\$	
	Non-accredited Investors.	-	0	-	* - \$	
	Total (for filings under Rule 504 only)	-	N/A	-	_	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.	•		-	*-	
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505		Type of Security N/A		\$	Dollar Amount Sold N/A
	Regulation A	•	N/A	-	\$ - \$	N/A
	Rule 504	-	N/A	-	\$ - \$	N/A
	Total	-	N/A	-	φ-	N/A
4	.a. Furnish a statement of all expenses in connection with the issuance and distribution of	-	N/A	_	" –	
tl	the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of the expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees		, c	1	\$_	0
	Printing and Engraving Costs]	\$_	0
	Legal Fees]	\$_	0
	Accounting Fees			1	\$_	0
	Engineering Fees]	\$_	0
	Sales Commissions (specify finders' fees separately)			3	\$_	0
	Other Expenses (identify)		_]	\$	0
	Total*]	\$	0*
	* All expenses in connection with this offering are paid by Goldman Sachs and therefore the expenses will not lessen the amount of proceeds available for use.				_	

	C. OFFERING PRICE, N	NUMBER OF INVESTORS, EX	PENS	SES AN	D USE OF P	ROCE	EDS	ľ
	b. Enter the difference between the aggreg - Question 1 and total expenses furnished difference is the "adjusted gross proceeds to	gate offering price given in response to in response to Part C - Question 4.	o Part (C is		\$_		7,195,000
5.	Indicate below the amount of the adjusted at to be used for each of the purposes shown. furnish an estimate and check the box to payments listed must equal the adjusted gro to Part C - Question 4.b. above.	If the amount for any purpose is not the left of the estimate. The total	knowi I of th	n, he				
		,			Payments to Officers, Directors, & Affiliates			Payments To Others
	Salaries and Fees		. 🗖	\$	· ·		\$_	
	Purchase of real estate		. 🗆	\$		_ 🗆	\$_	
	Purchase, rental or leasing and installation of	of machinery and equipment	. 🗆	s			\$_	
	Construction or leasing of plant buildings a	nd facilities	. 🗖	\$			\$_	
	Acquisition of other businesses (including this offering that may be used in exchan another issuer pursuant to a merger)	ge for the assets or securities of	. 🗖	\$			\$_	
	Repayment of indebtedness				-	_	\$ \$	
	Working capital					_	\$	7,195,000
	Other (specify			Ψ <u></u>	·		*-	
_				¢		_		
	Column Totals	·		`-	······································		\$ \$	7,195,000
	Column Totals		. ⊔	³—	<u> </u>	- "	³ - -	7,133,000
	Total Payments Listed (column totals added	.)] \$	7,19	5,000	<u>) </u>
		D. FEDERAL SIGNATU	JRE					
f	The issuer has duly caused this notice to be following signature constitutes an undertaking of its staff, the information furnished by the iss	by the issuer to furnish to the U.S. S	Securit	ies and I	Exchange Comr	mission,	upon	
Iss	uer (Print or Type)	Signature		D	ate			
GS L.I	S Mezzanine Partners V PIA Fund, P.	ICB Grand Grand (Print or Type)		N	March $i9$, 2	2008		
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)						
Ka	atherine B. Enquist	Managing Director, Vice Pre	sider	nt and	Secretaryof	the ls:	suer	's General

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).